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Counsel for Plaintiff Matteo Guindani

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

MATTEO GUINDANI, Derivatively On
Behalf Of OCLARO, INC.,

Plaintiff,

vs.

ALAIN COUDER, JERRY TURIN, JAMES
HAYNES, BERNARD COUILLAUD,
GIOVANNI BARBAROSSA, EDWARD
COLLINS, GREG DOUGHERTY, LORI
HOLLAND, JOEL A. SMITH, and DOES 1-
10, inclusive,

Defendants,

-and-

OCLARO, INC, a Delaware Corporation,

Nominal Defendant.

No. 11-cv-03176-PSG

STIPULATION AND ORDER
CONSOLIDATING ACTIONS AND
EXTENDING TIME TO RESPOND

[Caption continued on next page]

1 JERMAINE CONEY, Derivatively on
2 Behalf of OCLARO, INC.,

3 Plaintiff,

4 vs.

5 ALAIN COUDER, JERRY TURIN, JAMES
6 HAYNES, BERNARD COUILLAUD,
7 GIOVANNI BARBAROSSA, EDWARD
8 COLLINS, GREG DOUGHERTY, LORI
9 HOLLAND, JOEL A. SMITH, and DOES
10 1-10, inclusive,

11 Defendants,

12 and

OCLARO, INC., a Delaware corporation,

Nominal Defendant.

Case No. 11-cv-03214-HRL

13 JEFFERSON BRAMAN, derivatively on
14 behalf of OCLARO, INC.,

15 Plaintiff,

16 vs.

17 BERNARD COUILLAUD, GREG
18 DOUGHERTY, EDWARD COLLINS,
19 LORI HOLLAND, GIOVANNI
20 BARBAROSSA, ALAIN COUDER, JOEL
21 A. SMITH III, JERRY TURIN, and JAMES
22 HAYNES,

23 Defendants,

24 and

OCLARO, INC.,

Nominal Defendant.

Case No. 11-cv-03322-RS

1 1. There are presently three related shareholder derivative actions (collectively “Oclaro
2 Derivative Litigation”) in this Court against certain officers and directors of nominal defendant
3 Oclaro, Inc. (“Oclaro”). Oclaro and the individual officers and directors named as defendants are
4 referred to collectively as “defendants.”

5 2. In an effort to assure consistent rulings and decisions and the avoidance of
6 unnecessary duplication of effort, the undersigned counsel for parties in the Oclaro Derivative
7 Litigation currently on file in this Court enter into this stipulation. The counsel are: (1) Johnson &
8 Weaver, LLP on behalf of plaintiff Matteo Guindani; (2) the Pacific Coast Law Group on behalf of
9 plaintiff Jermaine Coney; (3) Levi & Korsinsky, LLP on behalf of plaintiff Jefferson Braman; and
10 (4) Alston & Bird LLP on behalf of nominal defendant Oclaro.

11 3. The parties agree that the following actions should be related and consolidated for all
12 purposes, including pre-trial proceedings and trial:

<u>Case Name</u>	<u>Case No.</u>	<u>Filing Date</u>
<i>Guindani v. Couder, et al.</i>	11-cv-03176-PSG	June 27, 2011
<i>Coney v. Couder, et al.</i>	11-cv-03214-HRL	June 28, 2011
<i>Braman v. Couillaud, et al.</i>	11-cv-03322-RS	July 7, 2011

17 4. The parties agree that every pleading filed in these consolidated actions, or in any
18 separate action included herein, must bear the following caption:

19 UNITED STATES DISTRICT COURT
20 NORTHERN DISTRICT OF CALIFORNIA

21 IN RE OCLARO, INC. DERIVATIVE) Lead Case No. 11-cv-03176-EMC
22 LITIGATION)
) (Derivative Action)
23 _____)
)
24 This Document Relates To:)
)
25 ALL ACTIONS.)
26 _____)

27 5. The parties agree that the files of these consolidated actions will be maintained in one
28 file under Lead Case No. 11-cv-03176-EMC.

1 6. The parties agree that this Order will apply to each case, arising out of the same or
2 substantially the same transaction or events as these cases, which is subsequently filed in, removed
3 to or transferred to this Court.

4 7. The parties agree that when a case which properly belongs as part of the *In re Oclaro*,
5 *Inc. Derivative Litigation*, Lead Case No. 11-cv-03176-EMC, is hereafter filed in this Court or
6 transferred here from another court, counsel will call to the attention of the clerk of the Court the
7 filing or transfer of any case that might properly be consolidated as part of the *In re Oclaro, Inc.*
8 *Derivative Litigation*, Lead Case No. 11-cv-03176-EMC, and counsel are to assist in assuring that
9 counsel in subsequent actions receive notice of this Order.

10 8. Plaintiffs are attempting to agree upon an appropriate leadership structure. If
11 plaintiffs cannot reach an agreement, plaintiffs will file motions for lead counsel within 7 days after
12 entry of this Order, responsive briefs 14 days thereafter, and set for hearing at the Court's first
13 available hearing date.

14 9. The Oclaro Derivative Litigation is related to the securities class action currently
15 pending in this Court with the Honorable Edward M. Chen, *Westley v. Oclaro, Inc.*, Case No. 3:11-
16 CV-02448-EMC (N.D. Cal. filed May 19, 2011) ("Related Securities Class Action").

17 10. On July 7, 2011, plaintiff Guindani filed an Administrative Motion pursuant to Civil
18 Local Rule 3-12(b) in the Related Securities Class Action seeking to have his case declared a related
19 case and reassigned to the Court presiding over the Related Securities Class Action. Defendants
20 filed a Statement of Nonopposition to plaintiff's Administrative Motion pursuant to Civil Local Rule
21 3-12(b) in the Related Securities Class Action.

22 11. The parties agree that it would be duplicative and wasteful of the Court's resources
23 for any defendant who has been properly served to have to respond to the individual complaints
24 before the Court appoints a lead plaintiff and lead plaintiff's counsel and a consolidated complaint is
25 filed in the Oclaro Derivative Litigation. Therefore, the parties agree that any defendant who has
26 been properly served need not respond to any complaint in this action or to any other related
27 complaints that are subsequently assigned, removed to, or transferred to this Court. After the Court
28 appoints a lead plaintiff and lead plaintiff's counsel and a consolidated complaint is filed, the parties

1 will submit a proposed scheduling order setting forth defendants' time to respond to the consolidated
2 complaint.

3 12. The parties further agree, subject to the Court's approval, the Initial Case
4 Management Conferences in *Guindani* and *Coney* scheduled for September 13, 2011, the Initial Case
5 Management Conference in *Braman* scheduled for October 20, 2011, and the related mandatory
6 disclosures and other requirements are adjourned until such time as (a) the reassignment of this
7 action to the Court presiding over the Related Securities Class Action; (b) sixty (60) days after
8 defendants respond to the consolidated complaint in the Oclaro Derivative Litigation, or (c) to such
9 other date and time as this Court shall order.

10 13. This Stipulation and Order is without prejudice to, or waiver of, any rights,
11 arguments, or defenses otherwise available to the parties to this action, including but not limited to, a
12 defense as to the sufficiency of service of process.

13 **IT IS SO STIPULATED.**

14 DATED: July 19, 2011

JOHNSON & WEAVER, LLP
FRANK J. JOHNSON
KEITH M. COCHRAN

16 *s/ Frank J. Johnson*
17 FRANK J. JOHNSON

18 501 West Broadway, Suite 1720
19 San Diego, CA 92101
20 Telephone: (619) 230-0063
21 Facsimile: (619) 238-0622

Counsel Plaintiff Matteo Guindani

22 DATED: July 19, 2011

THE PACIFIC COAST LAW GROUP
MARK A. GOLOVACH

24 *s/ Mark A. Golovach*
25 MARK A. GOLOVACH

26 580 California Street, 16th Floor
27 San Francisco, CA 94104
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DATED: July 19, 2011

Counsel for Plaintiff Jermaine Coney

LEVI & KORSINSKY LLP
SHANNON L. HOPKINS

s/ Shannon L. Hopkins

30 Broad Street, 15th Floor
New York, NY 10004
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Attorneys for Plaintiff Jefferson Braman

DATED: July 19, 2011

ALSTON & BIRD LLP
GIDON M. CAINE

s/ Gidon M. Caine

GIDON M. CAINE

275 Middlefield Road, Suite 150
Menlo Park, CA 94025
Telephone: (650) 838-2060
Facsimile: (650) 838-2001

Counsel for Nominal Defendant Oclaro, Inc.

1 I, Frank J. Johnson, am the ECF User whose ID and password are being used to file this
2 Stipulation and Order Consolidating Actions and [Proposed] Order. In compliance with General
3 Order No. 45, X.B., I hereby attest that Mark A. Golovach, Shannon L. Hopkins, and Gidon M.
4 Caine have concurred in this filing.

5
6 s/ Frank J. Johnson
FRANK J. JOHNSON

ORDER

UPON STIPULATION, AND GOOD CAUSE APPEARING, IT IS HEREBY ORDERED
AS FOLLOWS:

1. The following actions are related and consolidated for all purposes, including pre-trial proceedings and trial:

<u>Case Name</u>	<u>Case No.</u>	<u>Filing Date</u>
<i>Guindani v. Couder, et al.</i>	11-cv-03176-PSG	June 27, 2011
<i>Coney v. Couder, et al.</i>	11-cv-03214-HRL	June 28, 2011
<i>Braman v. Couillaud, et al.</i>	11-cv-03322-RS	July 7, 2011

These consolidated actions, and any action consolidated with them, shall be called the “Oclaro Derivative Litigation.”

2. The Oclaro Derivative Litigation is related to the securities class action currently pending in this Court before the Honorable Edward M. Chen, styled *Westley v. Oclaro, Inc.*, Case No. 3:11-CV-02448-EMC (N.D. Cal. filed May 19, 2011) (“Related Securities Class Action”), and is reassigned to Judge Chen.

3. Every pleading filed in the Oclaro Derivative Litigation, or in any separate action included herein, must bear the following caption:

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

IN RE OCLARO, INC. DERIVATIVE) Lead Case No. 11-cv-03176-EMC
LITIGATION)
) (Derivative Action)

This Document Relates To:

ALL ACTIONS.

Subject to appropriate related case caption in connection with C11-2488 EMC.

4. The files of the Oclaro Derivative Litigation will be maintained in one file under Lead Case No. 11-cv-03176-EMC.

1 5. This Order will apply to each case, arising out of the same or substantially the
2 same transactions or events as these cases, which is subsequently filed in, removed to or
3 transferred to this Court.

4 6. When a case which properly belongs as part of the *In re Oclaro, Inc. Derivative*
5 *Litigation*, Lead Case No. 11-cv-03176-EMC, is hereafter filed in this Court or transferred here
6 from another court, counsel will call to the attention of the clerk of the Court the filing or transfer
7 of any case that might properly be consolidated as part of the *In re Oclaro, Inc. Derivative*
8 *Litigation*, Lead Case No. 11-cv-03176-EMC, and counsel are to assist in assuring that counsel
9 in subsequent actions receive notice of this Order.

10 7. If plaintiffs cannot reach an agreement as to a leadership structure, plaintiffs will
11 file motions for lead counsel within 7 days after entry of this Order, responsive briefs 14 days
12 thereafter, and the Court will hear the matter on such date as it will subsequently Order.

13 8. Any defendant who has been properly served need not respond to any complaint
14 in this action or to any other related complaints that are subsequently assigned, removed to, or
15 transferred to this Court. After the Court appoints a lead plaintiff and lead plaintiff's counsel and
16 a consolidated complaint is filed, the parties will submit a proposed scheduling order setting
17 forth defendants' time to respond to the consolidated complaint.

18 9. The Initial Case Management Conferences in *Guindani* and *Coney* scheduled for
19 September 13, 2011, the Initial Case Management Conference in *Braman* scheduled for October
20 20, 2011, and the related mandatory disclosures and other requirements are adjourned until such
21 time as (a) the reassignment of this action to the Court presiding over the Related Securities
22 Class Action; (b) sixty (60) days after defendants respond to the consolidated complaint in the
23 Oclaro Derivative Litigation; or (c) to such other date and time as this Court shall order.

24 *Unless further order to the contrary, the CMC is this consolidated case will be held*
25 *on 12/2/11 at 9:00 a.m. A joint CMC Statement shall be filed by 11/23/11.*

IT IS SO ORDERED *as modified on p. 1, line 25 and p. 2 lines 24 of the Order.*

DATED